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T.R.A. DOCKET ROOM

January 25, 2005

VIA HAND DELIVERY

Ms. Sharla Dillon, Docket Room Manager
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

Re: Petition for Authority to Transfer Ownership and Control of Madison
River Communications, LLC, Pursuant to a Corporate Restructuring;
Data Request No. 1; Docket No. 05-00012

Dear Ms. Dillon:

This is to respond to your Data Request dated January 24, 2005, in regard to the above-referenced docket.

1. **Have you filed this or a similar petition in any other states? If so, what action has been taken by the states?** On advice of regulatory counsel, similar petitions have been filed in the states of Illinois and North Carolina. Approval of the Illinois and North Carolina petitions is anticipated in the first half of February 2005. In the other additional states besides Tennessee in which subsidiaries of Madison River Telephone Company are operating (Alabama, Georgia, Texas, South Carolina, Florida, Louisiana, Mississippi, and Kentucky), notifications of the ownership transfer will be made in accordance with the rules of each state.
2. **Under what state statute are you filing this petition?** There is no Tennessee statute requiring the Authority to approve the type of parent company restructuring that is herein contemplated.
3. **Has this petition been filed with the FCC?** No, this petition is not required to be filed with the FCC.
4. **Provide a statement signed by someone authorized that the majority owned investment companies are aware that they could lose control of Madison River.** This is provided in Attachment A.
5. **Will simple majority rule after the sale of stock to the public?** Yes.

6. **Are there other subsidiaries located within Tennessee, like Gulf Communications?** Gulf Communications, LLC, is qualified to do business in Tennessee but has no assets, customers, or operations in the state. Gulf Long Distance, Inc. is the other subsidiary operating in Tennessee besides Madison River Communications, LLC, and it has been added as an additional party to the petition, through an Addendum filed with the Authority on January 24, 2005.
7. **Provide an addendum to this petition explaining in detail the circumstances surrounding the Gulf petition of last year that was withdrawn and explaining the relationship both before and after the proposed transaction. Provide new organization charts listing each subsidiary in Tennessee.** The petition which was filed last year was withdrawn due to the Board of Directors' uncertainty related to market, regulatory, legal, and tax treatment associated with the development of an emerging financial instrument (the Income and Deposit Security) that was then being contemplated by the company. With the exception of the formation of Madison River Communications Corp. as described in the current petition, there have been no corporate changes or any increase or decrease in the number of subsidiaries within the past 18 months. Organizational charts provided in the Addendum as Figures 3 and 4 are in greater detail than those in the underlying petition, and indicate the relationships of both subsidiaries operating in Tennessee.
8. **Explain Madison River Telephone's place on the organization chart as part equity owner of TN-ILEC [sic] and also reporting to TN-ILEC [sic].** Madison River Telephone Company is the ultimate parent and beneficial owner of 100% of Madison River Communications, LLC (referred to in the subject petition as "TN-CLEC" for the sake of clarity) and Gulf Long Distance, Inc., the only entities with certifications, operations, or customers in Tennessee.
9. **Include in the addendum about Gulf, the date and docket number of its CCN, type of business in which it is involved, public and customer interests and how each of these will be affected, and its relationship after this transaction is consummated.** This information was provided in the Addendum filed yesterday and in which it was affirmed that there will be no disruption in service to the nine customers of Gulf Long Distance, Inc.
10. **Provide evidence of application to the Tennessee Secretary of State for license in the new company's name, if required. If not, please explain why such license is not required.** The new ultimate parent of both subsidiaries, Madison River Communications Corp., is anticipated to be a top holding company with no assets, operations, customers, or employees in

Tennessee and, therefore, is not expected to be required to be licensed with the Secretary of State.

We would like to reiterate the pressing need for your consideration of this request as soon as possible. If you have any questions, please contact me at 252-2302.

Very truly yours,

BOULT, CUMMINGS, CONNERS & BERRY, PLC



By:

April A. Ingram

AAI/
Enclosure

cc: Mike Skrivan
Matt Springer

ATTACHMENT A

STATE OF NORTH CAROLINA

COUNTY OF ALAMANCE

AFFIDAVIT OF MICHAEL T. SKRIVAN

Michael T. Skrivan, being duly sworn, deposes and says that he is Managing Director – Revenues of Madison River Telephone Company, LLC and Madison River Communications Corp ; that as such, he is familiar with the Form S-1 Registration Statement filed December 23, 2004 with the Securities and Exchange Commission by Madison River Communications Corp..

The three investment companies which currently, on a combined basis, own the majority of Madison River Telephone Company, LLC are Goldman Sachs & Co., Madison Dearborn Capital Partners and Providence Equity Partners. Each of these firms are sophisticated investment firms, are familiar with Initial Public Offerings, and have formally agreed to the wording and construction of the Madison River Communications Corp. S-1 Registration Statement. Specifically, they understand the impact of the public offering on their control of Madison River Telephone Company, LLC. Currently, none of the investment firms individually control Madison River Telephone Company, LLC nor do they have any voting agreements or trusts by and between themselves to control Madison River Telephone Company, LLC. Each of the three investment firms understands that it will not individually, or collectively with the other two investment firms, control Madison River Telephone Company, LLC, or the successor firm Madison River Communications Corp. after the IPO is completed.

Michael T. Skrivan
Michael T. Skrivan

Sworn to and subscribed before me,
this the 24th day of January, 2005.

Notary Public

Susan M. Stenbicker

My Commission Expires:

11-24-09

